

RECORDATION NO. 21517 FILED

JUL 20 '98

11-09 AM



**BOMBARDIER  
CAPITAL**

**NorRail, Inc.**  
308 12th Avenue South  
Buffalo, MN 55313 United States  
Telephone 1(612) 557-0215  
Fax 1(612) 682-2452  
<http://www.capital.bombardier.com>

July 15, 1998

Ms. Janice Fort  
Surface Transportation Board  
1925 K. Street NW, Suite 700  
Washington, D.C. 20423

Dear Janice,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.  
308 - 12th Avenue South  
Buffalo, MN 55313  
Phone: 612-557-0215

Lessee: Dardanelle & Russellville Railroad Company  
4416 South Arkansas Avenue  
Dardanelle, AR 72834  
Phone: 501-968-6455

The enclosed Memorandum of Railcar Lease Agreement covers twenty-five (25) new 73' Centerbeam railcars bearing reporting marks and numbers DR007050 - DR007074, inclusive. Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed documents to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-684-5305.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bradley C. Gunstad".

Bradley C. Gunstad  
Vice President & General Counsel  
Enclosures

# MEMORANDUM OF RAILCAR LEASE AGREEMENT

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THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~March 30~~<sup>April 1</sup>, 1998 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Dardanelle & Russellville Railroad Company, a Arkansas Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1788 dated ~~March 30~~<sup>April 1</sup>, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty-five (25) New 73' Centerbeam railcars bearing the following reporting marks and numbers: DR 007050 - DR 007074, inclusive, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

By: [Signature]

Its: V. P. SALAS

By: [Signature]

Its: V. P. & General Counsel

LESSEE: Dardanelle & Russellville  
Railroad Company

By: [Signature]

Its: President

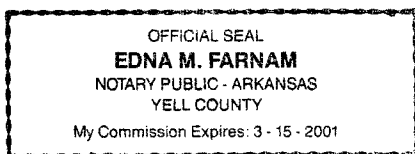
By: [Signature]

Its: General Manager

STATE OF Arkansas, COUNTY OF Yell TO WIT:

On this 21<sup>st</sup> day of ~~March~~ <sup>April</sup>, 1998 before me personally appeared,  
Wm. R. Robbins and Daniel S. Robbins, to me personally known,  
who being by me duly sworn, says that they are the President and  
General Manager, respectively of Dardanelle + Russellville R.R., Inc., a  
Arkansas Corporation, that said instrument was signed on behalf of said corporation  
by authority of its Board of Directors, and they acknowledged that the execution of  
the foregoing instrument was the free act and deed of said corporation.

(Seal)



Edna M. Farnam  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30<sup>th</sup> day of ~~March~~ <sup>April</sup>, 1998 before me personally appeared,  
L. Lee Humble and Bradley C. Hursted, to me personally known,  
who being by me duly sworn, says that they are the V.P. Sales and  
V.P. General Counsel, respectively of NorRail, Inc. a Minnesota Corporation, that said  
instrument was signed on behalf of said corporation by authority of its Board of  
Directors, and they acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000